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SURFACE TRANSPORTATION POLADA

OF COUNSEL URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

ELIAS C. ALVORD (1942) ELLSWORTH C. ALVORD (1964)

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

November 29, 2006

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 4, dated as of November 30, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement and Lease Supplement No. 4 being filed with the Board under Recordation Number 26580-D.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee:

Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, DE 19890-0001

Owner Trustee:

Wells Fargo Bank Northwest N.A. 299 South Main Street, 12th Floor

Salt Lake City, UT 84111

Mr. Vernon A. Williams November 29, 2006 Page 2

A description of the railroad equipment covered by the enclosed document is:

173 gondola railcars: DKPX 610356 - DKPX 610528.

A short summary of the document to appear in the index is:

Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 4.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/sem Enclosures

RECORDATION NO. 24580 FILED

## MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT AND TRUST PM INDENTURE SUPPLEMENT NO. 4 (Surface Transportation Board)

THIS MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 4 ("Memorandum"), dated as of November 30, 2006, is between WILMINGTON TRUST COMPANY, not individually but solely as Indenture Trustee ("Indenture Trustee"), and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee ("Owner Trustee").

The parties to this Memorandum hereby acknowledge and confirm the following:

- A. Owner Trustee has granted to the Indenture Trustee a security interest in all of Owner Trustee's right, title and interest in those certain railcars identified on <u>Schedule 1</u> attached hereto (the "Equipment"), as indicated pursuant to the terms of that certain Trust Indenture and Security Agreement (DPC Trust 2006-1), dated as of September 28, 2006, and that certain Trust Indenture Supplement No. 4, dated as of November 30, 2006, between the Indenture Trustee and Owner Trustee.
- B. In addition, other than Excepted Property, Owner Trustee has granted to the Indenture Trustee a security interest in that certain Equipment Lease Agreement (DPC Trust 2006-1) dated as of September 28, 2006, and that certain Lease Supplement No. 4 relating to the Equipment, dated as of November 30, 2006, between Owner Trustee, as Lessor, and Duke Energy Carolinas, LLC (f/k/a Duke Power Company LLC), as the Lessee.
- C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.
- D. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee By: Name: Title: STATE OF **COUNTY OF** The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the Salt Lake this \_\_\_\_ day of November \_\_, 2006 by Brett R. King , as County of Vice President of Wells Fargo Bank Northwest, National Association, not individually but solely as Owner Trustee. My commission expires: **NOTARY PUBLIC** ADRIA COOMBS [Notarial Seal] State of Utah

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

	WILMINGTON TRUST COMPANY, not individually
	but solely as indenture Trustee
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	By: De Paredes
	Name: Against Vice President
	Title: ASSISTANCE VICE 1 TO STATE
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STATE OF DEL	· · · · · · · · · · · · · · · · · · ·
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The forego	ing Memorandum was acknowledged before me, the undersigned Notary Public, in the
County of Man	COSTU this 17 day of November, 2006 by 1055, to reduce
HVD	of Wilmington Trust Company, not individually but solely as Indenture Trustee.
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	Notary Public - State of Delaware
[Notarial Seal]	My Comm. Expires Feb. 4, 2007
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## SCHEDULE 1

## NOVEMBER 30, 2006 DELIVERY DATE:

Basic Group #	<u>Description</u>	Car Marks/Numbers	<u>Manufacturer</u>
	(173) 122 ton capacity aluminum	DKPX 610356 - DKPX 610528 (Both Inclusive)	Trinity North American Freight Car, Inc.

## **CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the
District of Columbia, do hereby certify under penalty of perjury that I have compared the
attached copy with the original thereof and have found the copy to be complete and
identical in all respects to the original document.

Dated: 11/29/06

Robert W. Alvord